



UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

FORM D
NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

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Expires Estimat	ed average	3235-0076 April 30, 2008 burden 16.00	3							
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	DATE RECEIVED									
<u> </u>	<u> </u>									

Name of Offering (□ o	check if this is an amen	dment and name	has changed, and indic	cate change.)				
Issuance of Shares of PM	Manager Fund, SPC	- Segregated Por	rfolio 3				1. 1	V 83/
Filing Under (Check box(es) that apply):	☐ Rule 504	☐ Rule 505	Rule 506		Section 4(6)	razz 📋 Ölde	DE:D
Type of Filing:	lew Filing					JA . P	i.	18cm
Issuance of Shares of PM Manager Fund, SPC - Segregated Portfolio 3 Filling Under (Check box(es) that apply):								
1. Enter the information r	equested about the iss	uer				<u> </u>		/s/
Name of Issuer	heck if this is an amend	dment and name h	as changed, and indic	ate change.			`∂X 200	
PM Manager Fund, SPC	Segregated Portfolio	3					16/20	
Address of Executive Office	es:		(Number and Street,	City, State, Zip	Code)	Telephone	e Number (l	ncluding Area Code)
c/o Walkers SPV Limited,	P.O. Box 908GT, Geo	rge Town, Grand	Cayman, Cayman Isl	le nds			~	
Address of Principal Offices	3		(Number and Street,	City, State, Zip	Code)	Telephon	e Number (l	ncluding Area Code)
Brief Description of Busines	ss: Private Invest	ment Company	" "	()OLOGI				
Type of Business Organizat	tion		ll V	IN 2 2 200	 7			
□ corp	poration	☐ limited				ther (please	specify)	
☐ busi	iness trust	☐ limited	partnership, to be forth	HOMSON	A se	gregated p	ortfolio of PI	/ Manager Fund,
								and registered as a
			Month		Year	_		
Actual or Estimated Date of	Incorporation or Organ	nization:	0 9	0	5	_ ⊠	Actual	☐ Estimated
Jurisdiction of Incorporation	or Organization: (Ent	er two-letter U.S. F	Postal Service Abbrevia	ation for State:		_		_
		CI	N for Canada; FN for o	ther foreign juri	isdiction)		F N	

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption ι nder Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of informatical contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1972 (5-05)

		A. BASIC I	DENTIFICATION DAT	Α	
Each beneficial own Each executive offi	ne issuer, if the is ner having the po cer and director	ssuer has been organized wi	rect the vote or disposition of		a class of equity securities of the issuer; innership issuers; and
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Cfficer		General and/or Managing Partner
Full Name (Last name first,	if individual):	Wilson-Clarke, Michelle M	i.		
Business or Residence Add Cayman Islands	ress (Number ar	nd Street, City, State, Zip Coo	de): Walkers SPV Limited	, P.O. Box 908GT	, George Town, Grand Cayman,
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Cfficer	□ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	Watters, Patricia			
Business or Residence Add 400, Irvine, California 9261		nd Street, City, State, Zip Coo	de): c/o Pacific Alternative	Asset Managem	ent, LLC, 19540 Jamboree Rd., Suite
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer		☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Williams, Kevin			
Business or Residence Add 400, Irvine, California 926		nd Street, City, State, Zip Coo	de): c/o Pacific Alternative	e Asset Managen	nent, LLC, 19540 Jamboree Rd., Suite
Check Box(es) that Apply:	Promoter	☑ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):	Newport Sequoia Fund, L	LC	,	
Business or Residence Add 400, Irvine, California 9261		nd Street, City, State, Zip Coo	de): c/o Pacific Alternative	Asset Managem	ent, LLC, 19540 Jamboree Rd., Suite
Check Box(es) that Apply:	☐ Promoter	☑ Beneficial Owner	Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):	Pacific Atlantic Master Fu	nd, LP		,
Business or Residence Add 400, Irvine, California 9261		nd Street, City, State, Zip Coo	de): c/o Pacific Alternative	Asset Managem	ent, LLC, 19540 Jamboree Rd., Suite
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive O ficer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number ar	nd Street, City, State, Zip Coo	de):		
Check Box(es) that Apply:	Promoter	☐ Beneficial Owner	☐ Executive Officer	☐ Director	General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number ar	nd Street, City, State, Zip Coo	de):	-	
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	Director	☐ General and/or Managing Partner
Full Name (Last name first,	if individual):				
Business or Residence Add	ress (Number ar	d Street, City, State, Zip Coo	de):		
Check Box(es) that Apply:	☐ Promoter	Beneficial Owner	☐ Executive Officer	Director	General and/or Managing Partner

					В.	INFORM	MATION	ABOUT	OFFER	ING			
	tas the issue Vhat is the m				Answer a	also in App	pendix, Co	lumn 2, if t	iling under	ULOE.		☐ Yes	⊠ No ,000,000°
												M	ay be waived
3. 1	oes the offe	ring permi	t joint own	ership of a	single uni	t?						⊠ Yes	s □ No
; (
Full N	ame (Last na	ame first, if	individual)									
Busin	ess or Resid	ence Addr	ess (Numb	er and Sti	eet, City, S	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer		<u> </u>							,	
	in Which Pe Check "All S												☐ All States
[A	_				[CO]						[HI]	[ID]	
□ {IL	[N]	□ [IA]	□ [KS]			☐ [ME]				☐ [MN]	☐ [MS]	[MO]	
□ [M	T] [NE]	□ [NV]	□ [NH]	[NJ]	□ [NM]	□ [NY]	☐ [NC]	□ [ND]	[] [OH]		□ [OR]	□ [PA]	
□ [R] 🔲 [SC]	☐ [SD]	□ [TN]	[געד]	[עד]	[VT]	□ [VA]	□ [WA]	[] [WV]	[w]	□ [WY]	\square_i [PR]	
Full N	ame (Last na	ame first, if	individual)		-							
Busin	ess or Resid	ence Addr	ess (Numb	er and Str	eet, City,	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer						•				
	in Which Pe Check "All S												All States
A) —	_)											☐ (ID) —	
					[LA]								
		_							[] [OH]		_		
[R			☐ [TN]			[יין]	□ [vA]	□ [WA]		☐ [AA1]	[YW]		
N	ame (Last na	ame iirsi, ii	individual) 									
Busin	ess or Reside	ence Addr	ess (Numb	er and Str	eet, City, S	State, Zip	Code)						
Name	of Associate	ed Broker o	or Dealer										
	in Which Pe Check "All Si						nasers						☐ All States
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ם (וו∟	[N] 🔲	□ [IA]	[KS]	□ [KY]	☐ [LA]	☐ [ME]	☐ [MD]	☐ [MA]	[MI]	☐ [MN]	☐ [MS]	[MO]	
□ [M	[NE]	□ [NV]	□ [NH]	□ [NJ]	□ [NM]	□ [NY]		□ [ND]	[OH]	☐ [OK]	[] [OR]	☐ [PA]	
□ [R] 🔲 [SC]	[SD]	□ [TN]	□ [TX]	[UT]	[VT]	□ [VA]	[WA]	[WV]	[WI]	[WY]	□ [PR]	

(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this

1.	sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.				
	Type of Security		Aggregate Offering Price		Amount Already Sold
	Debt	<u> </u>		\$	
	Equity	<u>\$</u>		\$	
	☐ Common ☐ Preferred				
	Convertible Securities (including warrants)	. <u>\$</u>		\$_	
	Partnership Interests	. <u>s</u>		\$	
	Other (Specify) (Shares)	\$	500,000,000	<u>\$</u>	82,500,000
	Total	\$	500,000,000	\$	82,500,000
	Answer also in Appendix, Column 3, if filing under ULOE				
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rula 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		Number Investors		Aggregate Dollar Amount of Purchases
	Accredited Investors			\$	82,500,000
	Non-accredited Investors			\$_	0
	Total (for filings under Rule 504 only)	·	n/a	\$	n/a
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C—Question 1.				
	Type of Offering		Types of Security		Dollar Amount Sold
	Rule 505	·	n/a	\$	n/a
	Regulation A	·	n/a	\$_	n/a
	Rute 504		n/a	\$	n/a
	Total	·	n/a	\$_	n/a
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.				
	Transfer Agent's Fees		🗆	\$	
	Printing and Engraving Costs		🗆	\$	
	Legal Fees		🛛	\$	
	Accounting Fees		🗖	<u>\$</u>	
	Engineering Fees		🗆	\$	
	Sales Commissions (specify finders' fees separately)		🗆	<u>\$</u>	
	Other Expenses (identify)		🗆	\$	
	Total		🛛	\$	22,206

_	C. OFFERING PRICE, NUMBER O	F INVESTORS, EXFE	NSES A	AND USE O	PROCEEDS	<u> </u>
\$	b. Enter the difference between the aggregate offering price Question 1 and total expenses furnished in response to Part C "adjusted gross proceeds to the issuer."	-Question 4.a. This different	ce is the		<u>\$</u>	499,977,794
5	Indicate below the amount of the adjusted gross proceeds to the used for each of the purposes shown. If the amount for any puestimate and check the box to the left of the estimate. The total the adjusted gross proceeds to the issuer set forth in response	rpose is not known, furnish a I of the payments listed mus	an It equal			
				Paymer Office Directo Affiliat	rs, rs &	Payments to Others
	Salaries and fees	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,		\$		\$
	Purchase of real estate			\$	🛚	\$
	Purchase, rental or leasing and installation of machiner	and equipment		\$	🗆	\$
	Construction or leasing of plant buildings and facilities			\$	🗆	\$
	Acquisition of other businesses (including the value of some offering that may be used in exchange for the assets or pursuant to a merger	securities of another issuer		\$		\$
	Repayment of indebtedness			\$		\$
	Working capital			\$		\$ 499,977,794
	Other (specify):			\$		\$
				\$		\$
	Column Totals			\$	🛭	\$ 499.977.794
	Total payments Listed (column totals added)			×	\$ 499,9	77,794
	D. 1	EDERAL SIGNATUR	E			
co	is issuer has duly caused this notice to be signed by the unders nstitutes an undertaking by the issuer to furnish to the U.S. Sectithe issuer to any non-accredited investor pursuant to paragraph	rities and Exchange Commis	ı. If this i ssion, up	notice is filed un oon written reque	der Rule 505, the est of its staff, the	e following signature information furnished
	Suer (Print or Type) M Manager Fund, SPC – Segregated Portfolio 3	Attricia Mo	ati	w	Date June	8, 2007
٧a		of Signer (Print or Type): ctor of PM Manager Fund,	cno.	•		•

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

		E. STATE SIGNATURE	<u> </u>						
1.	Is any party described in 17 CFR 230.262 presen provisions of such rule?	ntly subject to any of the disqualification							
	See App	pendix, Column 5, for state response.							
2.	The undersigned issuer hereby undertakes to furnish to any state administrator of any state in which this notice is filed a notice on Form D (17 CFR 239.500) at such times as required by state law.								
3.	The undersigned issuer hereby undertakes to fur	nish to the state administrators, upon written request, inform	nation furnished by the issuer to offerees.						
4.	The undersigned issuer represents that the issue Exemption (ULOE) of the state in which this notic of establishing that these conditions have been s	er is familiar with the conditions that must be satisfied to be ϵ are is filed and understands that the issuer claiming the available.	entitled to the Uniform limited Offering ability of this exemption has the burden						
	suer has read this notification and knows the content rized person.	is to be true and has duly caused this notice to be signed or	n its behalf by the undersigned duly						
Issue	r (Print or Type)	Signature	Date						
PM M	anager Fund, SPC – Segregated Portfolio 3	Satricia Nations	June 8, 2007						
Name	e of Signer (Print or Type)	Title of Signer (Print or Type):							
Patrio	cia Watters	Director of PM Manager Fund, SPC							

Instruction:

Print the name and title of the signing representative under his signature for the state portion of this form. One copy of every notice on Form D must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

				API	PENDIX					
1	Intend to non-a investors	to sell ccredited s in State - Item 1)	Type of security and aggregate offering price offered in state (Part C – Item 1)		Type of investor and amount purchased in State (Part C – Item 2)					
State	Yes	No	Shares	Number of Accredited Investors	Amour t	Number of Non-Accredited Investors	Amount	Yes	No	
AL										
AK			, =-							
ΑZ		_								
AR										
CA		х	\$500,000,000	13	\$79,000,000	0	\$0		х	
co										
СТ										
DE										
DC										
FL										
GA						.,				
ні										
ID										
IL	<u>-</u> .									
IN										
IA										
KS										
KY					·					
LA										
ME					<u> </u>		· 			
MD			·· ·							
MA										
MI										
MN										
MS										
МО										
МТ										
NE							·			
NV										
NH										
NJ										
NM										

				APP	ENDIX						
1	2 3 4										
	Intend to non-ad investors (Part B -	ccredited in State	Type of security and aggregate offering price offered in state (Part C – Item 1)	Type of investor and Amount purchased in State (Part C – Item 2)		Type of investor and Amount purchased in State (Part C – Item 2)					
State	Yes	No	Shares	Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No		
NY		Х	\$500,000,000	2	\$3,500 000	0	\$0		х		
NC											
ND											
ОН											
ок							<u> </u>				
OR											
PA											
RI											
sc											
SD							. <u></u>				
TN											
TX									<u> </u>		
UT									<u>.</u>		
VT											
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